

EXHIBIT A

FORM OF PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Case No. 12-12020-MG
)	(Jointly Administered)
Debtors.)	
_____)	

**ORDER GRANTING APPLICATION OF AD HOC GROUP FOR AUTHORITY TO
FILE (A) AN UNREDACTED COPY OF THE AD HOC GROUP'S SUPPLEMENTAL
OBJECTION TO DEBTORS' MOTION FOR ENTRY OF AN ORDER TO PERMIT
DEBTORS TO CONTINUE USING CASH COLLATERAL AND (B) SUPPORTING
EXHIBITS UNDER SEAL**

Upon the application dated May [11], 2013 (the "Application") of the Ad Hoc Group of Junior Secured Noteholders (the "Ad Hoc Group")¹ pursuant to Section 107(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Case Management Order² for authority to file (a) an unredacted copy of the Supplemental Objection³ and (b) the Supporting Exhibits under seal; and it appearing that the Court has jurisdiction over this matter; and it appearing that notice of the Application as set forth therein is sufficient, and that no other or further notice need be provided; and it further appearing that the relief requested in the Application is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby

¹ The Ad Hoc Group is comprised of certain holders of 9.625% Junior Secured Guaranteed Notes due 2015 (the "Junior Secured Noteholders") issued under that certain Indenture dated as of June 6, 2008.

² Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [ECF No. 141] (the "Case Management Order").

³ Capitalized terms not otherwise used herein shall have the meanings ascribed to such terms in the Application.

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is granted as provided herein.
2. Pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Ad Hoc Group is authorized to file (a) an unredacted copy of the Supplemental Objection and (b) the Supporting Exhibits under seal.
3. The (i) unredacted copy of the Supplemental Objection and (ii) the Supporting Exhibits shall not be disclosed to any parties in these cases other than: (a) the Bankruptcy Court; (b) counsel to the Debtors; (c) the United States Trustee; and (d) those parties who have entered into confidentiality agreements with the Debtors and are permitted to receive Evaluation Material.
4. This Order is without prejudice to the rights of any party in interest, including the United States Trustee, to seek to unseal (i) the unredacted copy of the Supplemental Objection or any part thereof or (ii) the Supporting Exhibits or any part thereof.
5. Parties receiving an unredacted copy of the Supplemental Objection shall treat it as confidential and not for public dissemination so long as such unredacted copy of the Supplemental Objection, or any portions thereof, remain under seal by Order of this Court.
6. Parties receiving the Supporting Exhibits shall treat it as confidential and not for public dissemination so long as the Supporting Exhibits, or any portions thereof, remain under seal by Order of this Court.
7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: May __, 2013

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE